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PETER PARKER, THE SPECTACULAR SPIDER-MAN

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...AND AFTER THIS IT'LL GET DANGEROUS!

WHO IS THE NEW PROWLER?

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter gained the arachnid's powers... and in effect, became a human spider...

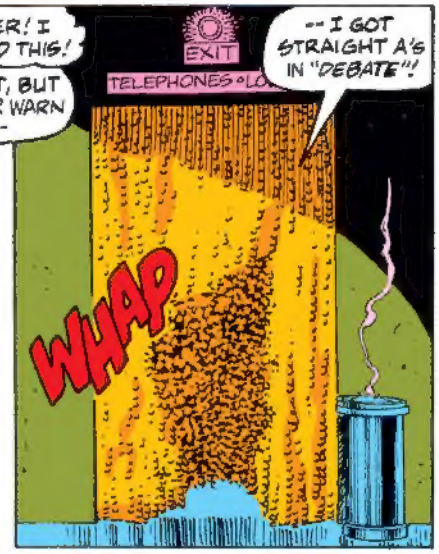
Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!

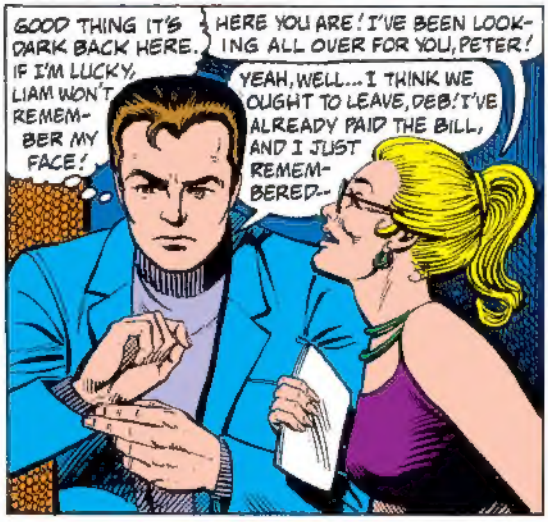
MAYBE IF I CAN FIND OUT MORE BEFORE DEB GETS BACK FROM THE LADIES' ROOM, I CAN STILL SALVAGE THE EVENING!
AW, WHO CARES ABOUT THIS? WHERE'S THE BALLGAME?
KLIK
WAIT A SECOND! I WANT TO HEAR MORE!

¿KLIK? POLICE ARE STILL AT THE POWERS ARMS! AND NOW, THIS MESSAGE...
POWERS ARMS... I THINK I KNOW WHERE THAT IS!
WHAT ARE YOU, SOME KINDA WISE GUY?

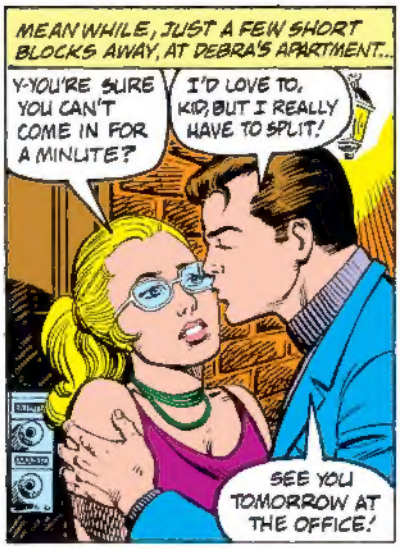
I OUGHTTA...
YOU OUGHTTA WHAT, LIAM?
UH... I OUGHTTA HAVE A NICE, POLITE DISCUSSION WITH THIS GENTLEMAN!
C'MON YOU--

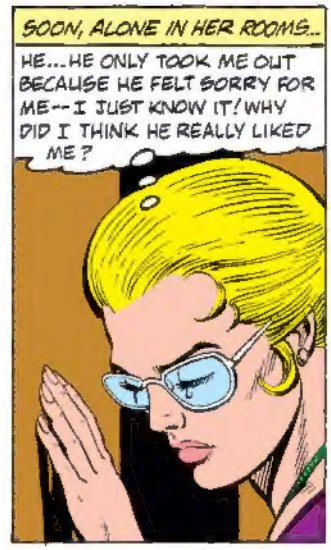
--WE'RE GONNA DO OUR "DISCUSSING" OUT IN BACK!
EXIT
OH, BROTHER! I DIDN'T NEED THIS!
ALL RIGHT, BUT I'D BETTER WARN YOU--


EXIT
TELEPHONES
--I GOT STRAIGHT A'S IN "DEBATE"!
WHAP

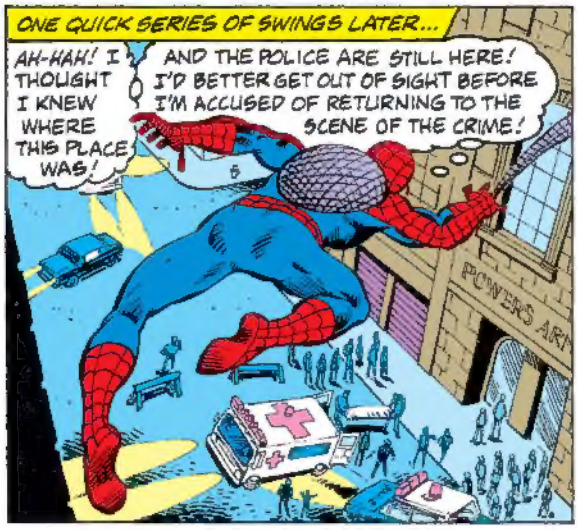

GOOD THING IT'S DARK BACK HERE. IF I'M LUCKY, LIAM WON'T REMEMBER MY FACE!
HERE YOU ARE! I'VE BEEN LOOKING ALL OVER FOR YOU, PETER!
YEAH, WELL... I THINK WE OUGHT TO LEAVE, DEB! I'VE ALREADY PAID THE BILL, AND I JUST REMEMBERED--

"--THERE'S A CLASS I HAVE TO PREPARE FOR TOMORROW!"
AND SO, THE YOUNG COUPLE IS LONG GONE BY THE TIME LIAM IS FOUND!
TSK-TSK! DRUNK AGAIN!


MEANWHILE, JUST A FEW SHORT BLOCKS AWAY, AT DEBRA'S APARTMENT...
Y-YOU'RE SURE YOU CAN'T COME IN FOR A MINUTE?
I'D LOVE TO, KID, BUT I REALLY HAVE TO SPLIT!
SEE YOU TOMORROW AT THE OFFICE!

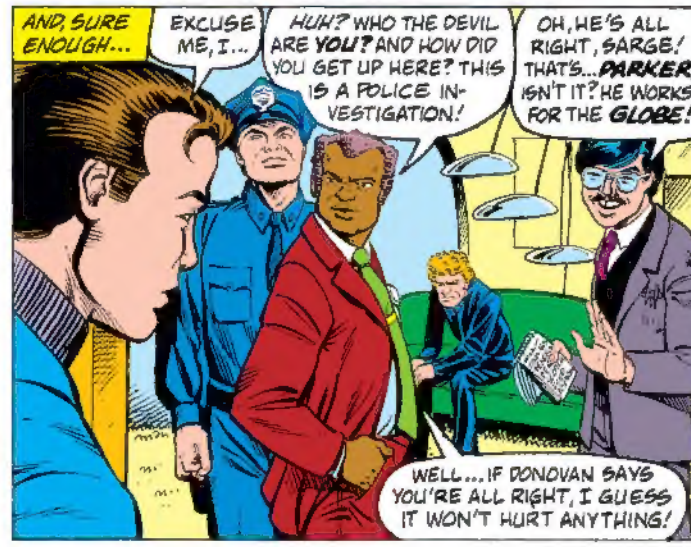

SOON, ALONE IN HER ROOMS...
HE...HE ONLY TOOK ME OUT BECAUSE HE FELT SORRY FOR ME--I JUST KNOW IT! WHY DID I THINK HE REALLY LIKED ME?

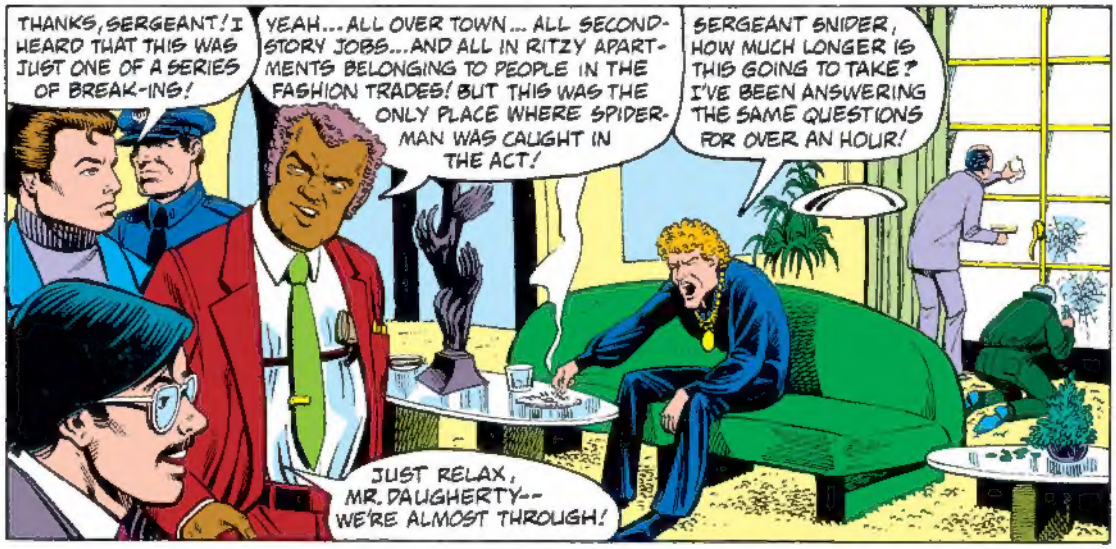
BUT, A ROOFTOP AWAY, THE REAL REASON FOR PETE'S DEPARTURE IS BECOMING APPARENT...
I REALLY HATED TO DITCH DEB... BUT I HAVE TO CHECK-OUT THAT NEWS STORY!
THE LAST THING I NEED IS A MURDER CHARGE HANGING OVER ME!


ONE QUICK SERIES OF SWINGS LATER...
AH-HAH! I THOUGHT I KNEW WHERE THIS PLACE WAS!
AND THE POLICE ARE STILL HERE! I'D BETTER GET OUT OF SIGHT BEFORE I'M ACCUSED OF RETURNING TO THE SCENE OF THE CRIME!

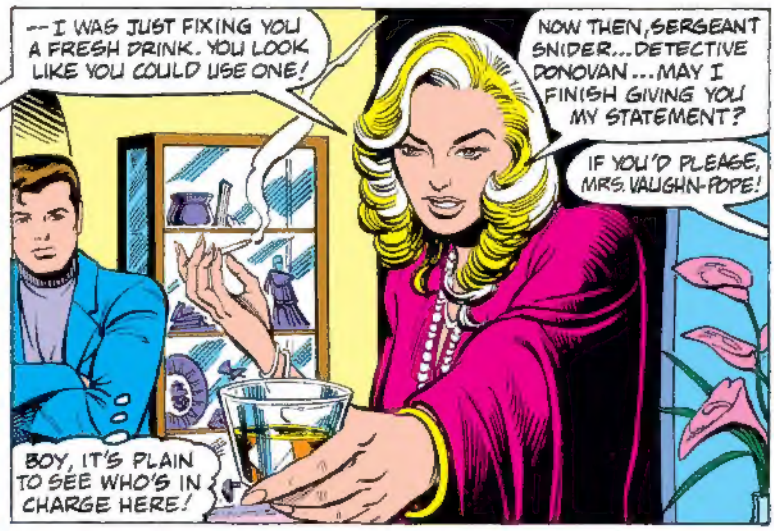
SHORTLY, ON THE BUILDING'S ROOF...
NEW YORK'S FINEST WON'T BE TOO EAGER TO ANSWER SPIDER-MAN'S QUESTIONS RIGHT NOW--BUT I MIGHT BE ABLE TO PICK UP A LITTLE INFORMATION AS A DAILY GLOBE EMPLOYEE...

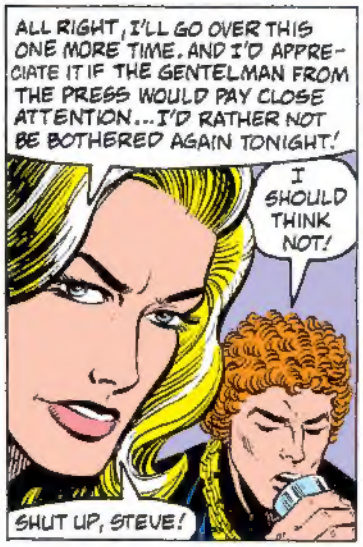
...EVEN IF I DON'T HAVE MY CAMERA WITH ME!
LET'S SEE... THE ACTION SEEMED TO BE COMING FROM THE SIXTH FLOOR!

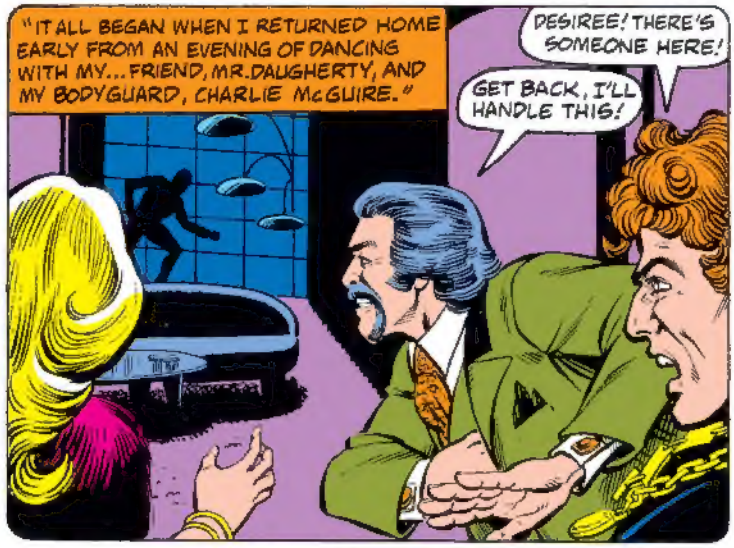

AND, SURE ENOUGH...
EXCUSE ME, I...
HUH? WHO THE DEVIL ARE YOU? AND HOW DID YOU GET UP HERE? THIS IS A POLICE INVESTIGATION!
OH, HE'S ALL RIGHT, SARGE! THAT'S...PARKER, ISN'T IT? HE WORKS FOR THE GLOBE!
WELL...IF DONOVAN SAYS YOU'RE ALL RIGHT, I GUESS IT WON'T HURT ANYTHING!


THANKS, SERGEANT! I HEARD THAT THIS WAS JUST ONE OF A SERIES OF BREAK-INS!
YEAH... ALL OVER TOWN... ALL SECOND-STORY JOBS... AND ALL IN RITZY APARTMENTS BELONGING TO PEOPLE IN THE FASHION TRADES! BUT THIS WAS THE ONLY PLACE WHERE SPIDER-MAN WAS CAUGHT IN THE ACT!
SERGEANT SNIDER, HOW MUCH LONGER IS THIS GOING TO TAKE? I'VE BEEN ANSWERING THE SAME QUESTIONS FOR OVER AN HOUR!
JUST RELAX, MR. DAUGHERTY-- WE'RE ALMOST THROUGH!

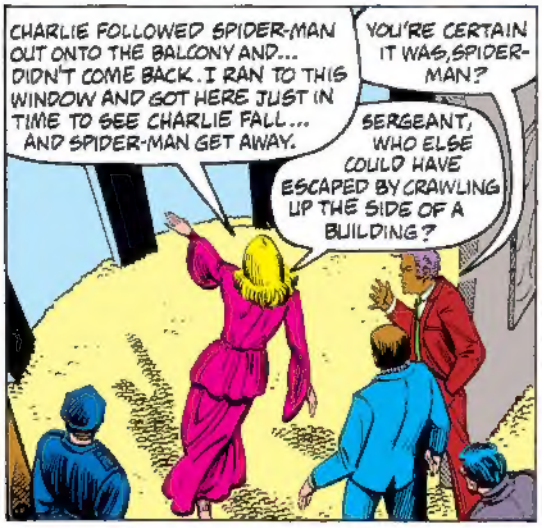
I SHOULD HOPE SO! LORD, I WAS NEARLY KILLED TONIGHT! DESIREE? WHERE ARE YOU?
KEEP YOUR SHIRT ON, STEVE--

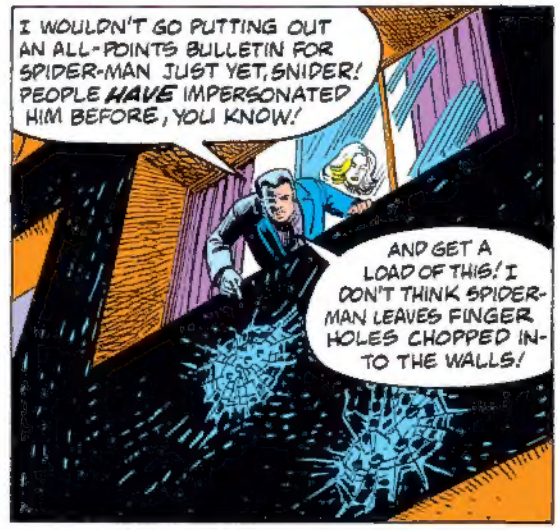

--I WAS JUST FIXING YOU A FRESH DRINK. YOU LOOK LIKE YOU COULD USE ONE!
NOW THEN, SERGEANT SNIDER... DETECTIVE DONOVAN... MAY I FINISH GIVING YOU MY STATEMENT?
IF YOU'D PLEASE, MRS. VAUGHN-POPE!
BOY, IT'S PLAIN TO SEE WHO'S IN CHARGE HERE!


ALL RIGHT, I'LL GO OVER THIS ONE MORE TIME. AND I'D APPRECIATE IT IF THE GENTELMAN FROM THE PRESS WOULD PAY CLOSE ATTENTION... I'D RATHER NOT BE BOTHERED AGAIN TONIGHT!
I SHOULD THINK NOT!
SHUT UP, STEVE!

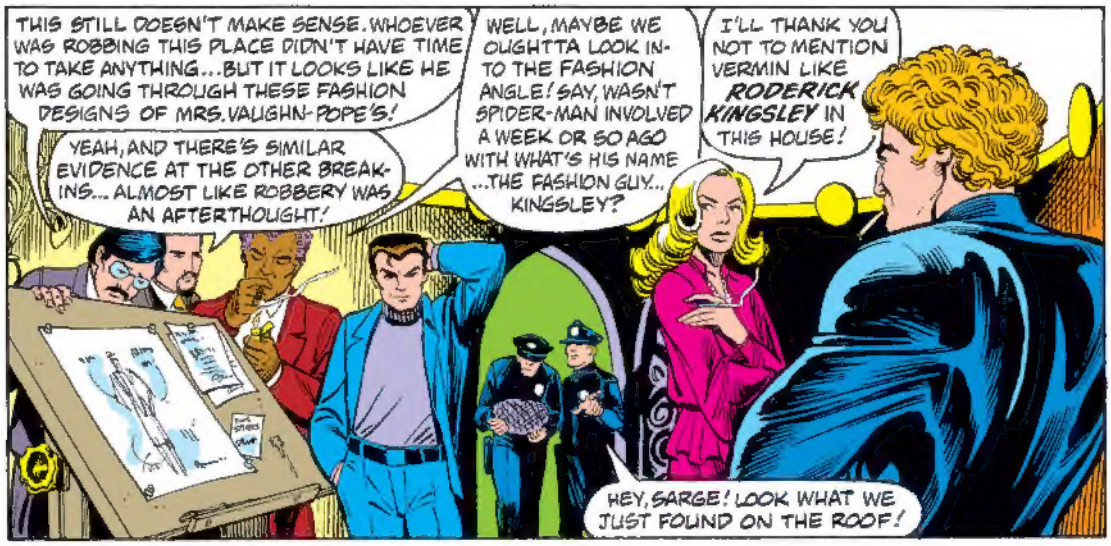

"IT ALL BEGAN WHEN I RETURNED HOME EARLY FROM AN EVENING OF DANCING WITH MY... FRIEND, MR. DAUGHERTY, AND MY BODYGUARD, CHARLIE McGUIRE."
DESIREE! THERE'S SOMEONE HERE!
GET BACK, I'LL HANDLE THIS!

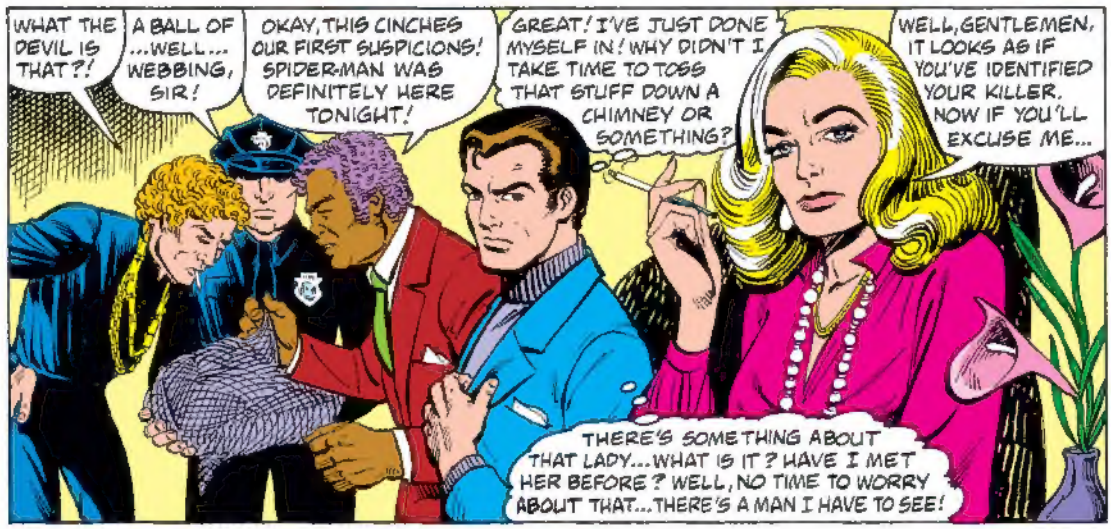
CHARLIE USED TO BE A COP-- IN PHILLY, I THINK--BEFORE THEY KICKED HIM OFF THE FORCE! ANYWAY, HE WAS A CRACK SHOT, AND HE RARELY MISSED. TONIGHT WAS ONE OF THOSE RARE OCCASIONS, I GUESS.
"I REMEMBER BEING SO SURPRISED AT HOW FAST SPIDER-MAN MOVED! BUT THEN, EVERYTHING HAPPENED SO FAST!"

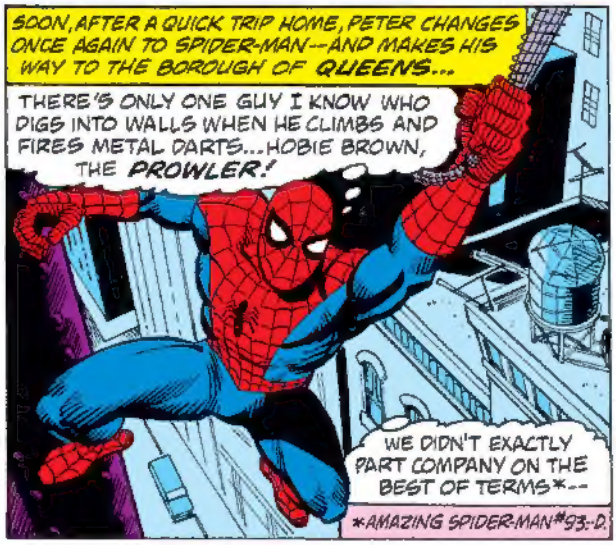

CHARLIE FOLLOWED SPIDER-MAN OUT ONTO THE BALCONY AND... DIDN'T COME BACK. I RAN TO THIS WINDOW AND GOT HERE JUST IN TIME TO SEE CHARLIE FALL... AND SPIDER-MAN GET AWAY.
YOU'RE CERTAIN IT WAS, SPIDER-MAN?
SERGEANT, WHO ELSE COULD HAVE ESCAPED BY CRAWLING UP THE SIDE OF A BUILDING?


I WOULDN'T GO PUTTING OUT AN ALL-POINTS BULLETIN FOR SPIDER-MAN JUST YET, SNIDER! PEOPLE HAVE IMPERSONATED HIM BEFORE, YOU KNOW!
AND GET A LOAD OF THIS! I DON'T THINK SPIDER-MAN LEAVES FINGER HOLES CHOPPED INTO THE WALLS!

'SCUSE ME, SARGE! BEFORE YOU LOOK AT THE WALL, CHECK THIS OUT! WE DUG THIS STEEL FLECHETTE OUT OF THE BALCONY--EVIDENTALLY, IT WAS FIRED AT THE BODYGUARD!
WHAT ?!
THERE YOU GO, SNIDER! SINCE WHEN HAS SPIDER-MAN FIRED ANYTHING BESIDES WEBBING... AT ANYBODY?!
EE-YEAH! IT'S STARTING TO LOOK LIKE SOMEBODY WANTS US TO THINK SPIDER-MAN'S BEHIND THIS... BUT WHO?
I HAVE A PRETTY GOOD IDEA WHO!


THIS STILL DOESN'T MAKE SENSE. WHOEVER WAS ROBBING THIS PLACE DIDN'T HAVE TIME TO TAKE ANYTHING...BUT IT LOOKS LIKE HE WAS GOING THROUGH THESE FASHION DESIGNS OF MRS. VAUGHN-POPE'S!
YEAH, AND THERE'S SIMILAR EVIDENCE AT THE OTHER BREAK-INS... ALMOST LIKE ROBBERY WAS AN AFTERTHOUGHT!
WELL, MAYBE WE OUGHTTA LOOK INTO THE FASHION ANGLE! SAY, WASN'T SPIDER-MAN INVOLVED A WEEK OR SO AGO WITH WHAT'S HIS NAME ...THE FASHION GUY... KINGSLEY?
I'LL THANK YOU NOT TO MENTION VERMIN LIKE RODERICK KINGSLEY IN THIS HOUSE!
HEY, SARGE! LOOK WHAT WE JUST FOUND ON THE ROOF!


WHAT THE DEVIL IS THAT?!
A BALL OF ...WELL... WEBBING, SIR!
OKAY, THIS CINCHES OUR FIRST SUSPICIONS! SPIDER-MAN WAS DEFINITELY HERE TONIGHT!
GREAT! I'VE JUST DONE MYSELF IN! WHY DIDN'T I TAKE TIME TO TOSS THAT STUFF DOWN A CHIMNEY OR SOMETHING?
WELL, GENTLEMEN, IT LOOKS AS IF YOU'VE IDENTIFIED YOUR KILLER. NOW IF YOU'LL EXCUSE ME...
THERE'S SOMETHING ABOUT THAT LADY...WHAT IS IT? HAVE I MET HER BEFORE? WELL, NO TIME TO WORRY ABOUT THAT...THERE'S A MAN I HAVE TO SEE!


SOON, AFTER A QUICK TRIP HOME, PETER CHANGES ONCE AGAIN TO SPIDER-MAN--AND MAKES HIS WAY TO THE BOROUGH OF QUEENS...
THERE'S ONLY ONE GUY I KNOW WHO DIGS INTO WALLS WHEN HE CLIMBS AND FIRES METAL DARTS...HOBIE BROWN, THE PROWLER!
WE DIDN'T EXACTLY PART COMPANY ON THE BEST OF TERMS*--
*AMAZING SPIDER-MAN #93:-D.

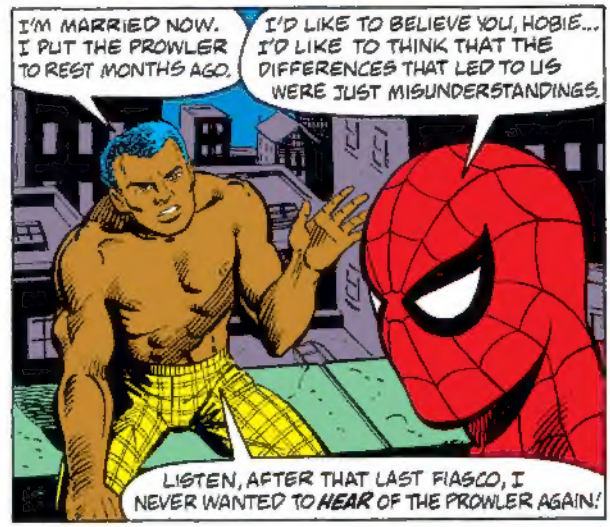
--AND HE MIGHT BE TRYING TO GET BACK AT ME. STILL, I CAN'T IMAGINE HOBIE KILLING SOMEBODY!
WELL, THERE'S ONE SURE WAY TO GET SOME ANSWERS. I JUST HOPE--

"— HIS ADDRESS WAS LISTED CORRECTLY IN THE PHONE BOOK!"
HUNH? WHAT'S WITH THE FLASHIN' RED LIGHT?

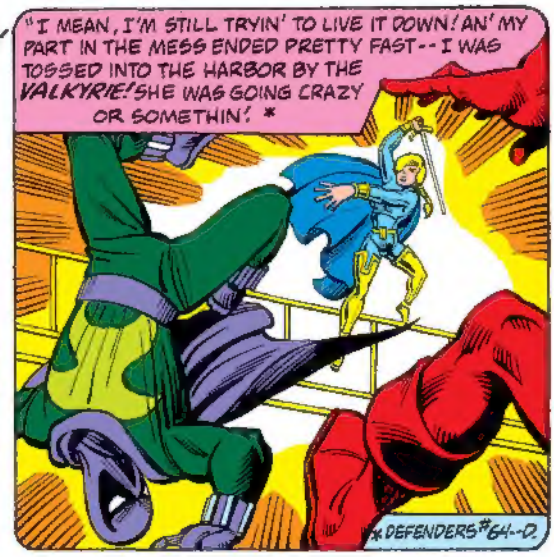
FUNNY! I DON'T SEE ANY POLICE OR FIRE TRUCKS ...BUT WHO ELSE COULD IT BE?
HEY!

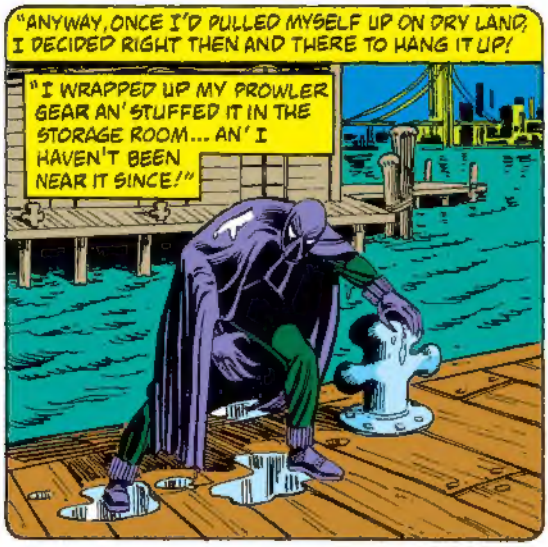
I'M GLAD YOU WERE HOME, BROWN! WE HAVE A LOT OF CATCHING UP TO DO!

NOW, I WANT SOME ANSWERS, AND I WANT THEM STRAIGHT! I WAS FRAMED FOR A MURDER TONIGHT... AND THE FRAME HAD ALL THE MARKINGS OF A PROWLER JOB!
THE PROWLER?! HEY, NO WAY, MAN!

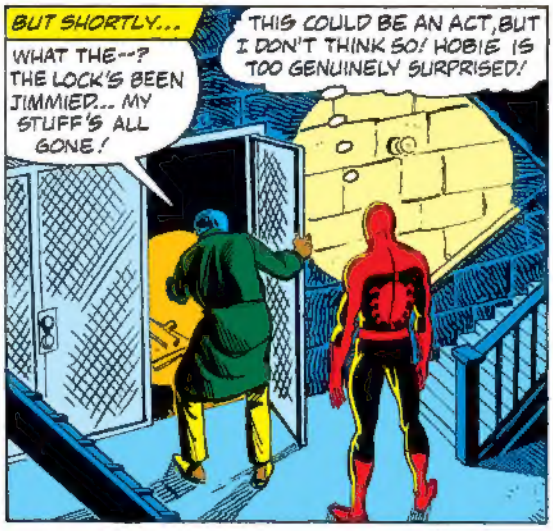

I'M MARRIED NOW. I PUT THE PROWLER TO REST MONTHS AGO.
I'D LIKE TO BELIEVE YOU, HOBIE... I'D LIKE TO THINK THAT THE DIFFERENCES THAT LED TO US WERE JUST MISUNDERSTANDINGS.
LISTEN, AFTER THAT LAST FIASCO, I NEVER WANTED TO HEAR OF THE PROWLER AGAIN!

"YOU MUSTA SEEN THAT SPECIAL THEY RAN ON THE LOCAL TV STATIONS...THE ONE ABOUT THE DEFENDERS!
"WELL, I THOUGHT THAT JOININ' THEM WOULD ESTABLISH ME AS A REAL SUPERDUDE. ONLY PROBLEM WAS, A LOT OF OTHER FOLKS SHOWED UP, TOO.
"WE ALL SHOULD'VE KNOWN BETTER.

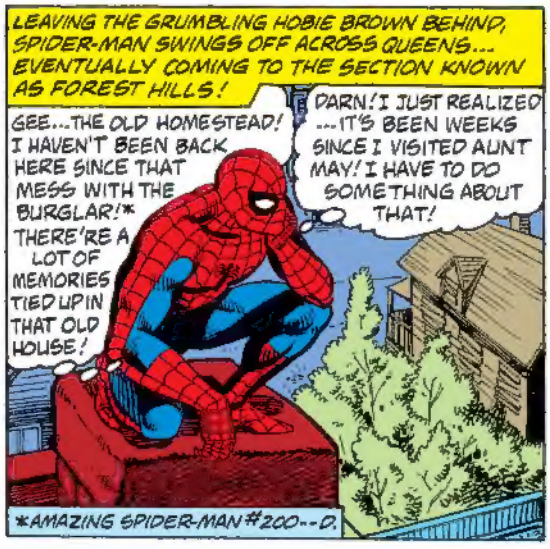

"I MEAN, I'M STILL TRYIN' TO LIVE IT DOWN! AN' MY PART IN THE MESS ENDED PRETTY FAST -- I WAS TOSSED INTO THE HARBOR BY THE VALKYRIE! SHE WAS GOING CRAZY OR SOMETHIN'! *
* DEFENDERS #64--D.

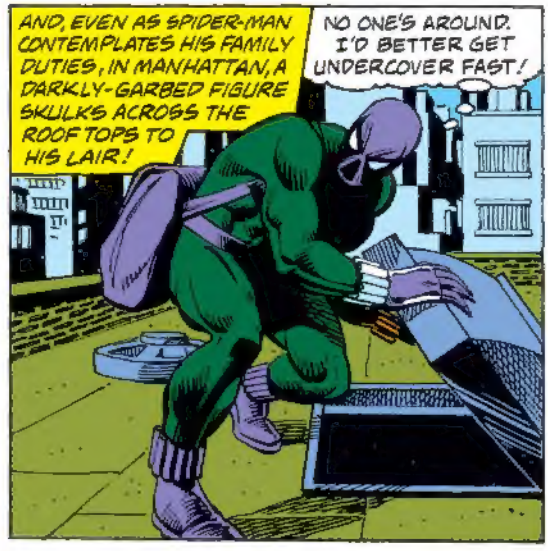

"ANYWAY, ONCE I'D PULLED MYSELF UP ON DRY LAND, I DECIDED RIGHT THEN AND THERE TO HANG IT UP!
"I WRAPPED UP MY PROWLER GEAR AN' STUFFED IT IN THE STORAGE ROOM... AN' I HAVEN'T BEEN NEAR IT SINCE!"

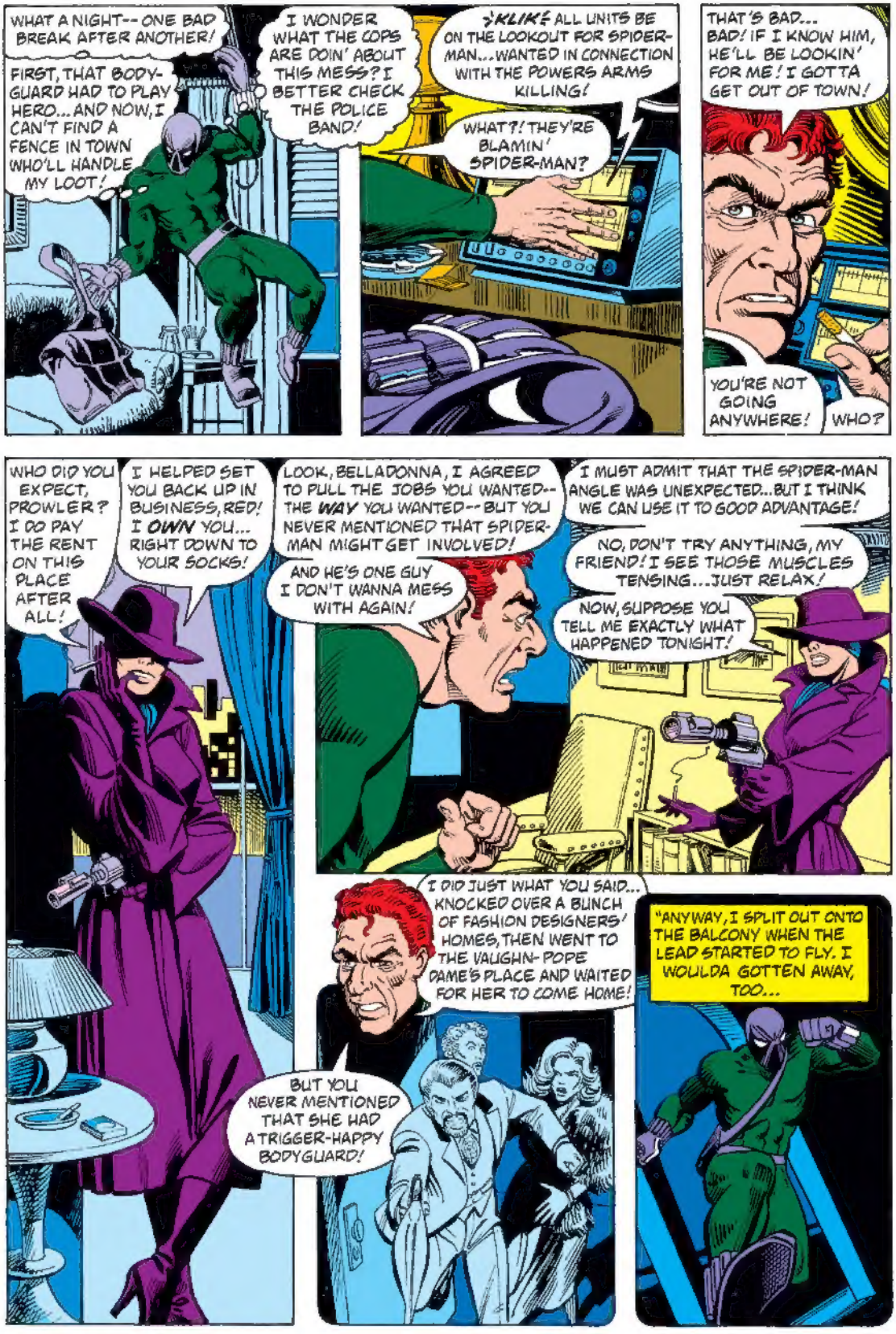
LIKE I SAID, HOBIE-- I'D LIKE TO BELIEVE THAT!
LOOK, MAN, LEMME GRAB A ROBE AND I'LL TAKE YOU DOWN TO THE BASEMENT AND SHOW YOU! MY GEAR MUST BE ALL RUSTED UP BY NOW!


BUT SHORTLY...
WHAT THE--? THE LOCK'S BEEN JIMMIED... MY STUFF'S ALL GONE!
THIS COULD BE AN ACT, BUT I DON'T THINK SO! HOBIE IS TOO GENUINELY SURPRISED!

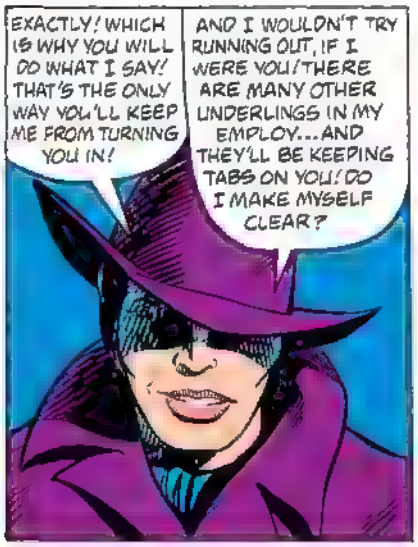
EVERYTHING-- THEY TOOK EVERYTHING! MY TOOLS, MY SCHEMATICS, THE WHOLE SCHMEAR! AND THAT MEANS WHOEVER TOOK IT IS USIN' IT!
WE GOTTA STOP HIM!
NO, NOT WE... ME! YOU WANTED TO GIVE THIS UP, REMEMBER?
I'LL FIND THIS NEW PROWLER. AFTER ALL, I HAVE MORE AT STAKE!

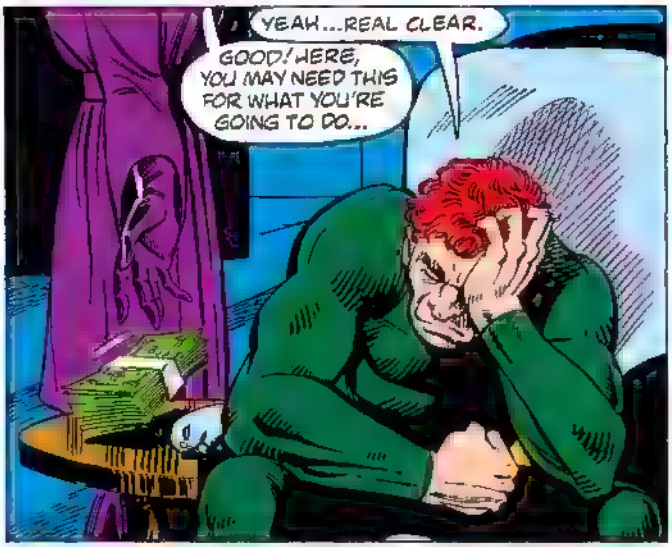

LEAVING THE GRUMBLING HOBIE BROWN BEHIND, SPIDER-MAN SWINGS OFF ACROSS QUEENS... EVENTUALLY COMING TO THE SECTION KNOWN AS FOREST HILLS!
GEE... THE OLD HOMESTEAD! I HAVEN'T BEEN BACK HERE SINCE THAT MESS WITH THE BURGLAR!* THERE'RE A LOT OF MEMORIES TIED UP IN THAT OLD HOUSE!
DARN! I JUST REALIZED ...IT'S BEEN WEEKS SINCE I VISITED AUNT MAY! I HAVE TO DO SOMETHING ABOUT THAT!
*AMAZING SPIDER-MAN #200--D.

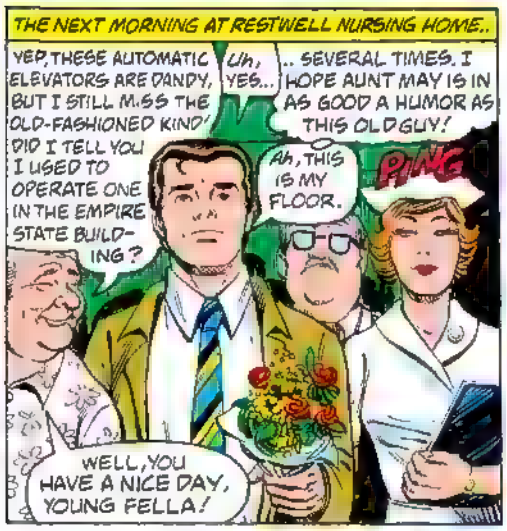

AND, EVEN AS SPIDER-MAN CONTEMPLATES HIS FAMILY DUTIES, IN MANHATTAN, A DARKLY-GARBED FIGURE SKULKS ACROSS THE ROOFTOPS TO HIS LAIR!
NO ONE'S AROUND. I'D BETTER GET UNDERCOVER FAST!

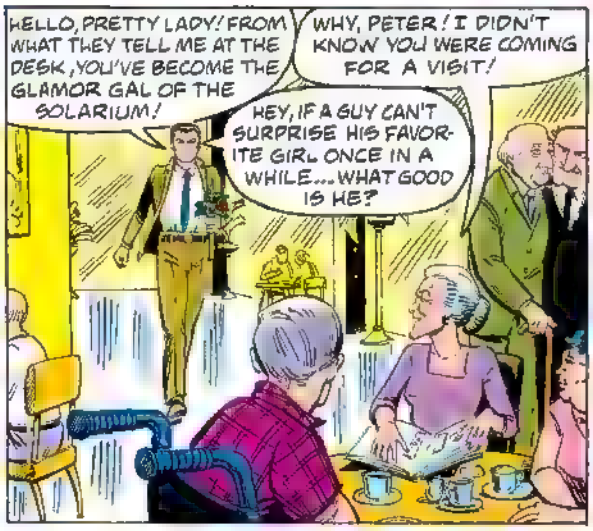

WHAT A NIGHT-- ONE BAD BREAK AFTER ANOTHER!
FIRST, THAT BODY-GUARD HAD TO PLAY HERO... AND NOW, I CAN'T FIND A FENCE IN TOWN WHO'LL HANDLE MY LOOT!
I WONDER WHAT THE COPS ARE DOIN' ABOUT THIS MESS? I BETTER CHECK THE POLICE BAND!
KLIK! ALL UNITS BE ON THE LOOKOUT FOR SPIDER-MAN... WANTED IN CONNECTION WITH THE POWERS ARMS KILLING!
WHAT?! THEY'RE BLAMIN' SPIDER-MAN?
THAT'S BAD... BAD! IF I KNOW HIM, HE'LL BE LOOKIN' FOR ME! I GOTTA GET OUT OF TOWN!
YOU'RE NOT GOING ANYWHERE!
WHO?
WHO DID YOU EXPECT, PROWLER? I DO PAY THE RENT ON THIS PLACE AFTER ALL!
I HELPED SET YOU BACK UP IN BUSINESS, RED! I OWN YOU... RIGHT DOWN TO YOUR SOCKS!
LOOK, BELLADONNA, I AGREED TO PULL THE JOBS YOU WANTED-- THE WAY YOU WANTED-- BUT YOU NEVER MENTIONED THAT SPIDER-MAN MIGHT GET INVOLVED!
AND HE'S ONE GUY I DON'T WANNA MESS WITH AGAIN!
I MUST ADMIT THAT THE SPIDER-MAN ANGLE WAS UNEXPECTED... BUT I THINK WE CAN USE IT TO GOOD ADVANTAGE!
NO, DON'T TRY ANYTHING, MY FRIEND! I SEE THOSE MUSCLES TENSING... JUST RELAX!
NOW, SUPPOSE YOU TELL ME EXACTLY WHAT HAPPENED TONIGHT!
I DID JUST WHAT YOU SAID... KNOCKED OVER A BUNCH OF FASHION DESIGNERS' HOMES, THEN WENT TO THE VAUGHN-POPE DAME'S PLACE AND WAITED FOR HER TO COME HOME!
BUT YOU NEVER MENTIONED THAT SHE HAD A TRIGGER-HAPPY BODYGUARD!
"ANYWAY, I SPLIT OUT ONTO THE BALCONY WHEN THE LEAD STARTED TO FLY. I WOULDA GOTTEN AWAY, TOO...

...BUT THE IDIOT FOLLOWED ME! HE HAD THE DROP ON ME GOOD!
HOLD IT, PALLY! ONE MOVE, AND YOU'RE A DEAD MAN!
"I WASN'T ABOUT TO LET MYSELF BE TAKEN! HE WAS FAST SURE-- BUT I WAS FASTER! AND HE DIDN'T KNOW MY WRIST-BANDS FIRED HIGH-VELOCITY FLECHETTES!
"I SHOT THE HEATER RIGHT OUTTA HIS HAND. I FIGURED THAT WOULD END IT RIGHT THERE--
"--BUT THEN, THE FOOL JUMPED ME! I WAS ALMOST OFF THE BALCONY WHEN HE CONNECTED--
"--AND THE FORCE OF THE IMPACT CARRIED US BOTH OVER THE EDGE!
"THERE WAS NOTHING I COULD DO TO SAVE 'IM. I DUG IN WITH MY CLAWS AS HE TOOK THE BIG FALL. IT... WASN'T PRETTY, LEMME TELL YA!"
YOU SEEM UPSET BY WHAT HAPPENED.
I'M NO ANGEL, LADY... BUT I NEVER KILLED ANYBODY BEFORE! SURE, IT WAS AN ACCIDENT, BUT THEY'LL STILL CALL IT MURDER DURING THE COMMISSION OF A FELONY"--
--AND THAT'S FIRST DEGREE! IF I'M CAUGHT, IT'S ALL OVER FOR ME!

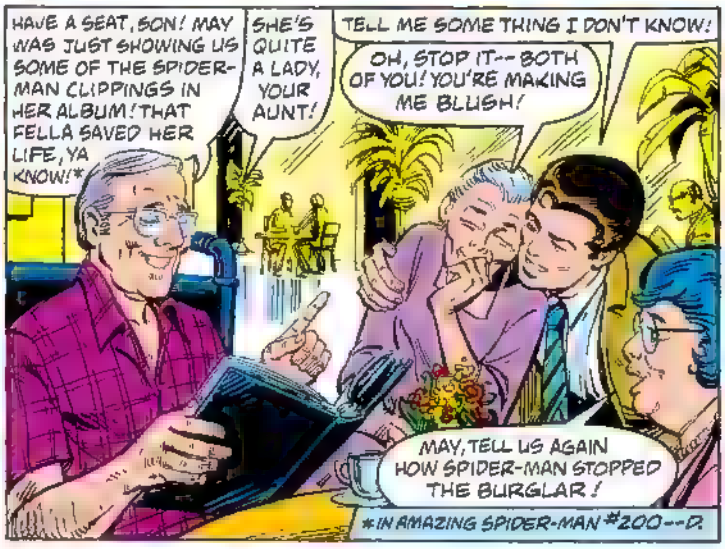

EXACTLY! WHICH IS WHY YOU WILL DO WHAT I SAY! THAT'S THE ONLY WAY YOU'LL KEEP ME FROM TURNING YOU IN!
AND I WOULDN'T TRY RUNNING OUT, IF I WERE YOU! THERE ARE MANY OTHER UNDERLINGS IN MY EMPLOY... AND THEY'LL BE KEEPING TABS ON YOU! DO I MAKE MYSELF CLEAR?


YEAH...REAL CLEAR.
GOOD! HERE, YOU MAY NEED THIS FOR WHAT YOU'RE GOING TO DO...


THE NEXT MORNING AT RESTWELL NURSING HOME..
YEP, THESE AUTOMATIC ELEVATORS ARE DANDY, BUT I STILL MISS THE OLD-FASHIONED KIND! DID I TELL YOU I USED TO OPERATE ONE IN THE EMPIRE STATE BUILDING?
Uh, YES...
.. SEVERAL TIMES. I HOPE AUNT MAY IS IN AS GOOD A HUMOR AS THIS OLD GUY!
Ah, THIS IS MY FLOOR.
PING
WELL, YOU HAVE A NICE DAY, YOUNG FELLA!


HELLO, PRETTY LADY! FROM WHAT THEY TELL ME AT THE DESK, YOU'VE BECOME THE GLAMOR GAL OF THE SOLARIUM!
WHY, PETER! I DIDN'T KNOW YOU WERE COMING FOR A VISIT!
HEY, IF A GUY CAN'T SURPRISE HIS FAVORITE GIRL ONCE IN A WHILE... WHAT GOOD IS HE?

OH... HUSH, YOU! HAVE YOU BEEN TAKING YOUR VITAMINS?
EVERY DAY!
THANK HEAVEN! I HAVEN'T SEEN HER LOOK THIS HAPPY AND SPRY IN YEARS!


HAVE A SEAT, SON! MAY WAS JUST SHOWING US SOME OF THE SPIDER-MAN CLIPPINGS IN HER ALBUM! THAT FELLA SAVED HER LIFE, YA KNOW!*
SHE'S QUITE A LADY, YOUR AUNT!
TELL ME SOMETHING I DON'T KNOW!
OH, STOP IT-- BOTH OF YOU! YOU'RE MAKING ME BLUSH!
MAY, TELL US AGAIN HOW SPIDER-MAN STOPPED THE BURGLAR!
*IN AMAZING SPIDER-MAN #200--D.

AND, AFTER A BRIEF BUT HAPPY VISIT...

HOW ABOUT THAT! AUNT MAY'S BEEN ALL BUT BRAGGING TO HER FRIENDS ABOUT BEING RESCUED BY SPIDER-MAN!

THAT'S SURE AN IMPROVEMENT FROM THE DAYS WHEN SHE USED TO THINK HE WAS A MONSTER! MAYBE THERE'S HOPE FOR THE WORLD AFTER ALL!

BUT WHEN PETER REACHES HIS OFFICE AT EMPIRE STATE UNIVERSITY, HIS JUBILANT MOOD IS SHATTERED BY A SINGLE HEADLINE!

BOY, JONAH JAMESON DIDN'T WASTE ANY TIME HITTING ON SPIDER-MAN!

DOES HE EVER?

I HAD A LOVELY TIME LAST NIGHT, PETER. W-WE'LL HAVE TO DO IT AGAIN SOON... MY TREAT!

Hmm? OH, YEAH...SURE, DEB!

BLAST IT, I HAVE TO FIND THIS NEW PROWLER! IF SPIDER-MAN IS BECOMING A HERO TO AUNT MAY, I CAN'T HAVE IT RUINED FOR HER!

HE'S AT IT AGAIN

BUT HOW DO I FIND HIM? HOW?!

LOST IN THOUGHT, PETER WALKS OFF... OBLIVIOUS TO THE SOUND OF ONE HEART BREAKING.

AND, THAT EVENING...

LOOKS LIKE THE ONLY THING I CAN DO IS TO KEEP SWINGING AROUND TOWN AND HOPE THE PROWLER TRIES TO PULL ANOTHER JOB!

I WONDER HOW MANY MILES OF WEBBING I WASTE IN A YEAR... JUST TRYING TO FIND SOMEBODY?

THIS IS LOOKOUT ONE! HE'S HEADED NORTH... DO YOU SEE HIM?

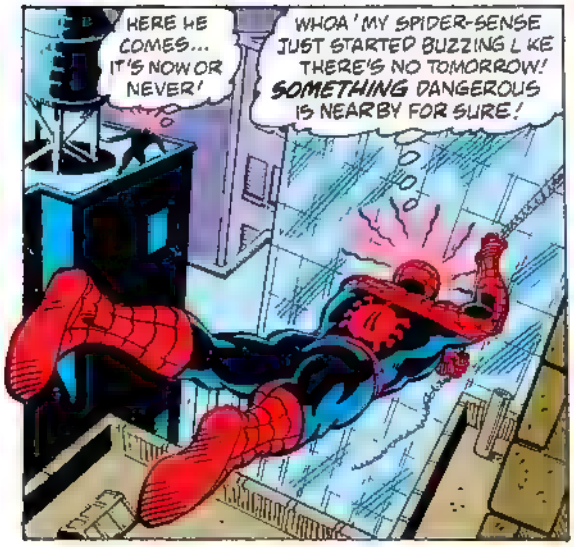
LOOKOUT TWO HERE...YEAH! HE'LL BE COMING INTO TARGET AREA "C" IN ABOUT FIVE MINUTES! HE'S ALL YOURS, PROWLER!

CHECK! I'M MOVING INTO POSITION NOW...

...BUT I STILL DON'T LIKE IT!

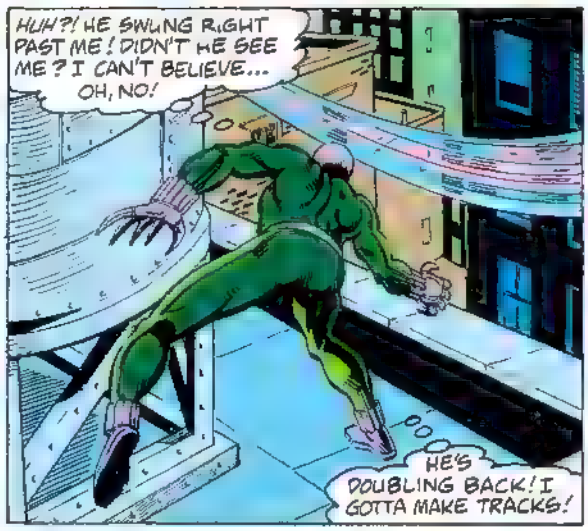
IF BELLADONNA DIDN'T HAVE ME BETWEEN A ROCK AND A HARD PLACE, I'D NEVER HAVE GONE ALONG WITH THIS!

JUST THINKING ABOUT GOING UP AGAINST SPIDER-MAN GIVES ME THE WILLIES! THIS PLAN IS NEVER GONNA WORK... BUT I HAVE NO CHOICE. I HAVE TO SEE IT THROUGH.

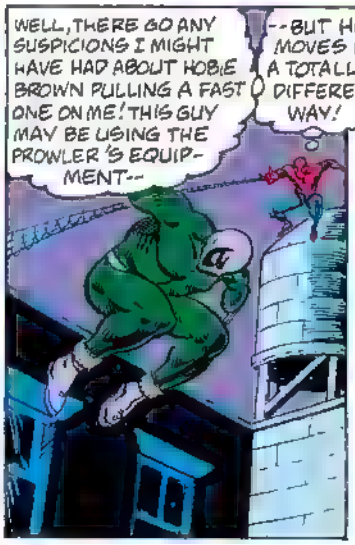

HERE HE COMES... IT'S NOW OR NEVER!
WHOA! MY SPIDER-SENSE JUST STARTED BUZZING LIKE THERE'S NO TOMORROW! SOMETHING DANGEROUS IS NEARBY FOR SURE!

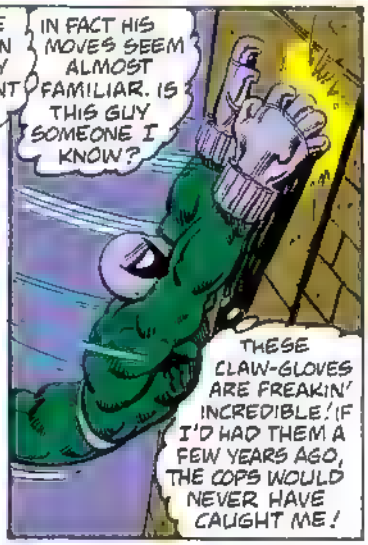
PTAK!
WHOOPS-- THAT WAS CLOSE! SOMEBODY'S A PRETTY GOOD SHOT! IF IT WEREN'T FOR MY EVER-LOVIN' REFLEXES, I'D BE IN GREAT PAIN RIGHT NOW!

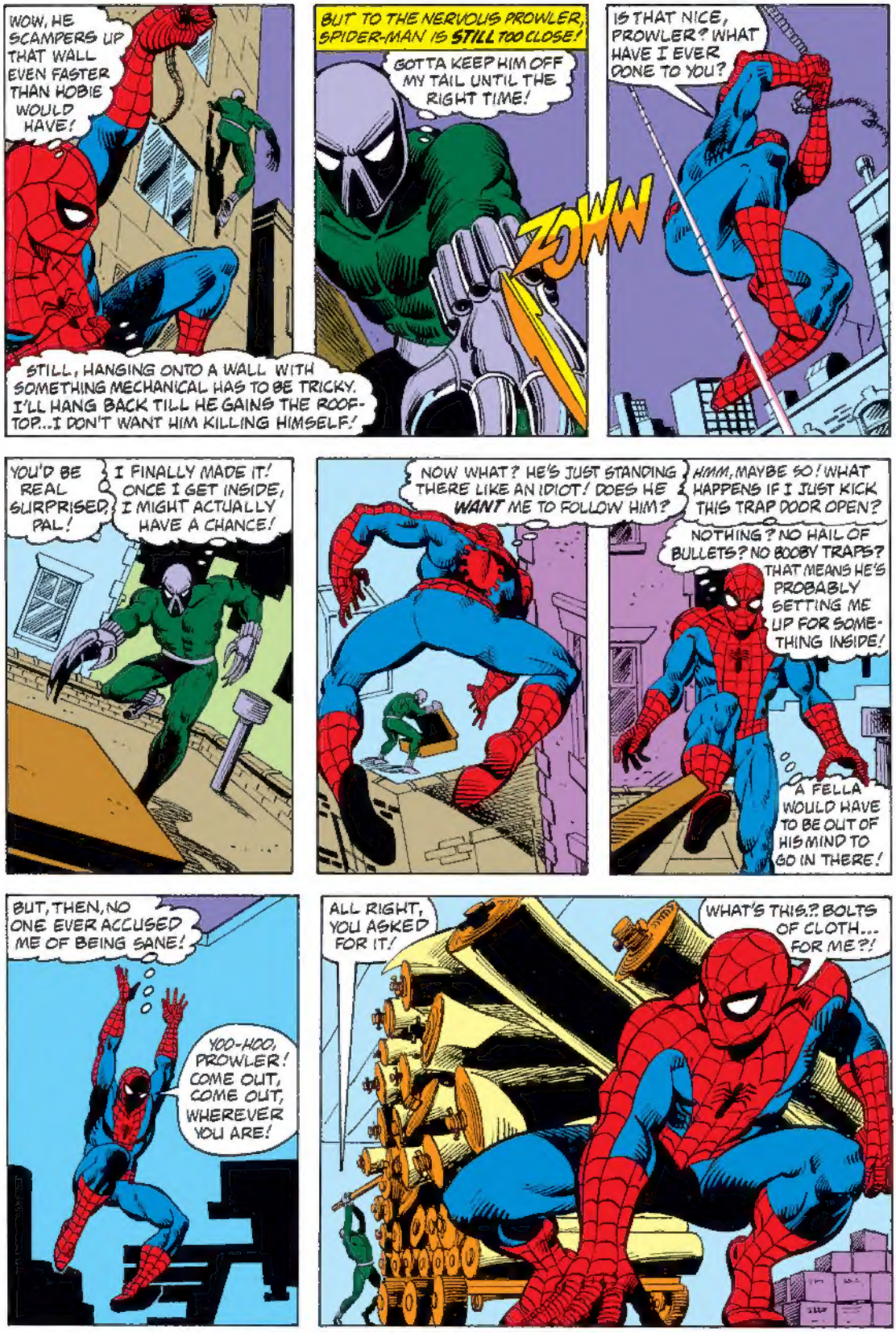
IT'S HARD TO TELL AT THE SPEED IT WAS TRAVELING, BUT THAT DIDN'T HAVE THE LOOK OF YOUR ORDINARY BULLET!
UNLESS I MISS MY GUESS, I'VE LUCKED ACROSS THE PROWLER! FIRST ORDER OF BUSINESS IS TO GIVE MY MAN A HARDER TARGET!

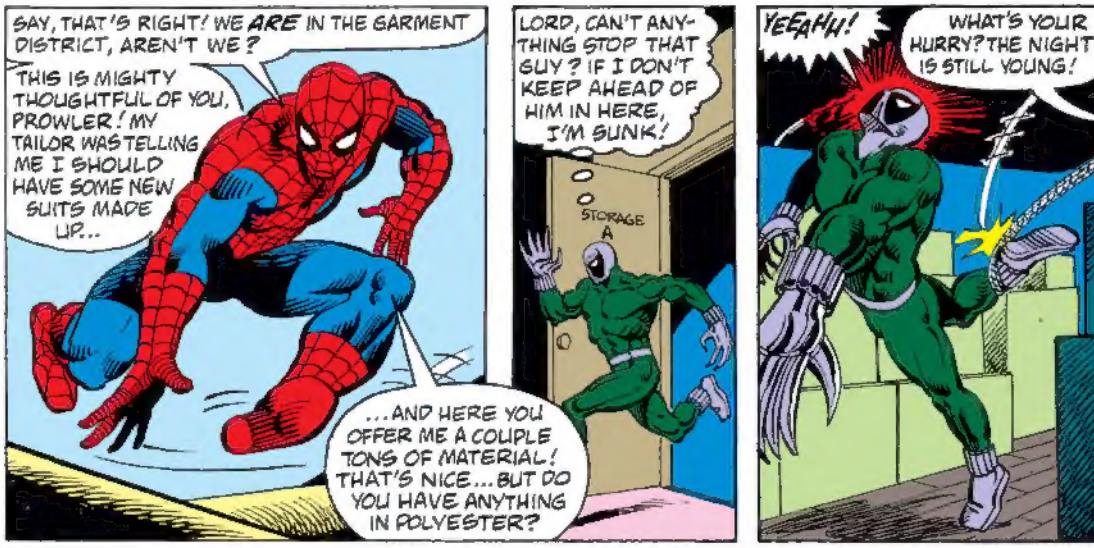

HUH?! HE SWUNG RIGHT PAST ME! DIDN'T HE SEE ME? I CAN'T BELIEVE... OH, NO!
HE'S DOUBLING BACK! I GOTTA MAKE TRACKS!

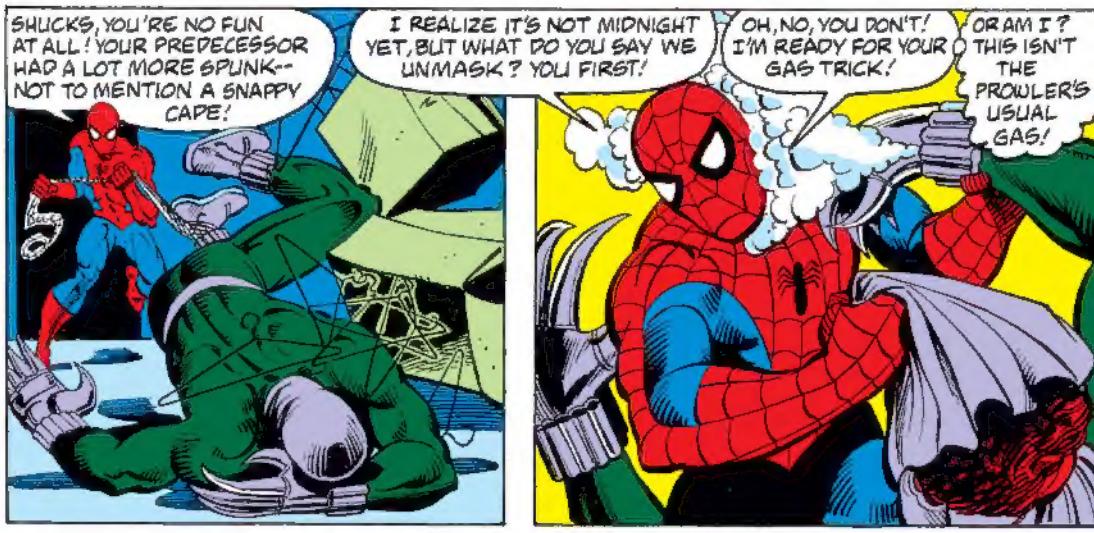
HELLO, LI'L PROWLER! LET ME GUESS... YOU'RE RUNNING FOR YOUR HEALTH, RIGHT?
SMART LAD!
IF I WAS REALLY SMART, I WOULDN'T BE HERE! HE'S EVEN FASTER THAN I REMEMBERED!


WELL, THERE GO ANY SUSPICIONS I MIGHT HAVE HAD ABOUT HOBIE BROWN PULLING A FAST ONE ON ME! THIS GUY MAY BE USING THE PROWLER'S EQUIP-MENT--
--BUT HE MOVES IN A TOTALLY DIFFERENT WAY!


IN FACT HIS MOVES SEEM ALMOST FAMILIAR. IS THIS GUY SOMEONE I KNOW?
THESE CLAW-GLOVES ARE FREAKIN' INCREDIBLE! IF I'D HAD THEM A FEW YEARS AGO, THE COPS WOULD NEVER HAVE CAUGHT ME!


WOW, HE SCAMPERS UP THAT WALL EVEN FASTER THAN HOBIE WOULD HAVE!
STILL, HANGING ONTO A WALL WITH SOMETHING MECHANICAL HAS TO BE TRICKY. I'LL HANG BACK TILL HE GAINS THE ROOF-TOP...I DON'T WANT HIM KILLING HIMSELF!
BUT TO THE NERVOUS PROWLER, SPIDER-MAN IS STILL TOO CLOSE!
GOTTA KEEP HIM OFF MY TAIL UNTIL THE RIGHT TIME!
ZOWW
IS THAT NICE, PROWLER? WHAT HAVE I EVER DONE TO YOU?
YOU'D BE REAL SURPRISED, PAL!
I FINALLY MADE IT! ONCE I GET INSIDE, I MIGHT ACTUALLY HAVE A CHANCE!
NOW WHAT? HE'S JUST STANDING THERE LIKE AN IDIOT! DOES HE WANT ME TO FOLLOW HIM?
HMM, MAYBE SO! WHAT HAPPENS IF I JUST KICK THIS TRAP DOOR OPEN?
NOTHING? NO HAIL OF BULLETS? NO BOOBY TRAPS? THAT MEANS HE'S PROBABLY SETTING ME UP FOR SOME-THING INSIDE!
A FELLA WOULD HAVE TO BE OUT OF HIS MIND TO GO IN THERE!
BUT, THEN, NO ONE EVER ACCUSED ME OF BEING SANE!
YOO-HOO, PROWLER! COME OUT, COME OUT, WHEREVER YOU ARE!
ALL RIGHT, YOU ASKED FOR IT!
WHAT'S THIS.? BOLTS OF CLOTH... FOR ME?!


SAY, THAT'S RIGHT! WE ARE IN THE GARMENT DISTRICT, AREN'T WE?
THIS IS MIGHTY THOUGHTFUL OF YOU, PROWLER! MY TAILOR WAS TELLING ME I SHOULD HAVE SOME NEW SUITS MADE UP...
...AND HERE YOU OFFER ME A COUPLE TONS OF MATERIAL! THAT'S NICE...BUT DO YOU HAVE ANYTHING IN POLYESTER?
LORD, CAN'T ANYTHING STOP THAT GUY? IF I DON'T KEEP AHEAD OF HIM IN HERE, I'M SUNK!
STORAGE A
YEEAHH!
WHAT'S YOUR HURRY? THE NIGHT IS STILL YOUNG!

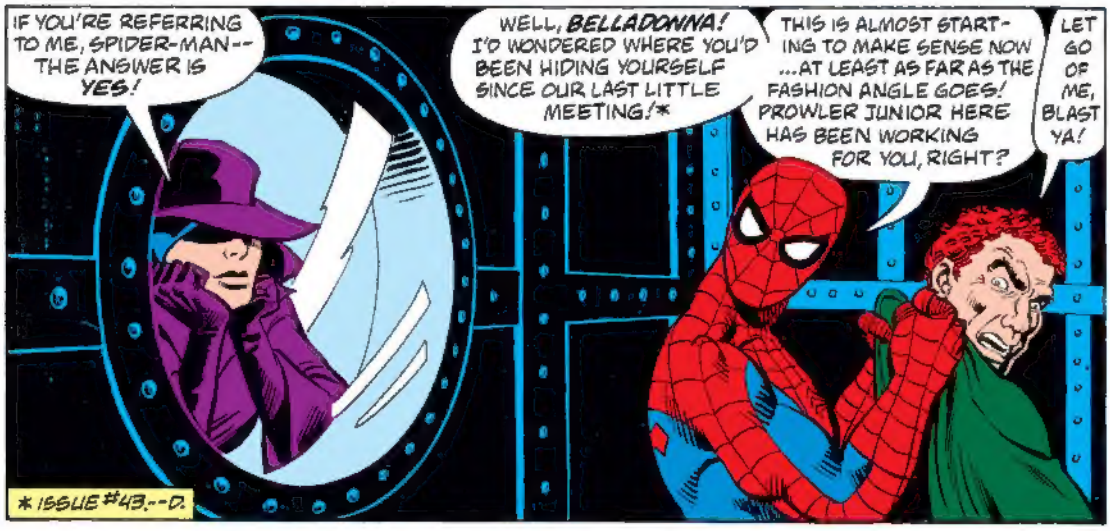

SHUCKS, YOU'RE NO FUN AT ALL! YOUR PREDECESSOR HAD A LOT MORE SPUNK--NOT TO MENTION A SNAPPY CAPE!
I REALIZE IT'S NOT MIDNIGHT YET, BUT WHAT DO YOU SAY WE UNMASK? YOU FIRST!
OH, NO, YOU DON'T! I'M READY FOR YOUR GAS TRICK!
OR AM I? THIS ISN'T THE PROWLER'S USUAL GAS!

IT'S SEEPING INTO MY MASK... BURNING MY EYES! AND IT SMELLS SWEET, LIKE... BELLADONNA!
IF THAT GAS DON'T STOP YA, THIS SHOULD!
A SEWING MACHINE? YOU'RE KIDDING, RIGHT?
WHY DON'T YOU JUST TOSS THE KITCHEN SINK AT ME?
NOW WHERE ARE YOU GOING?
OUT! YOU WANT ME...COME AND GET ME!

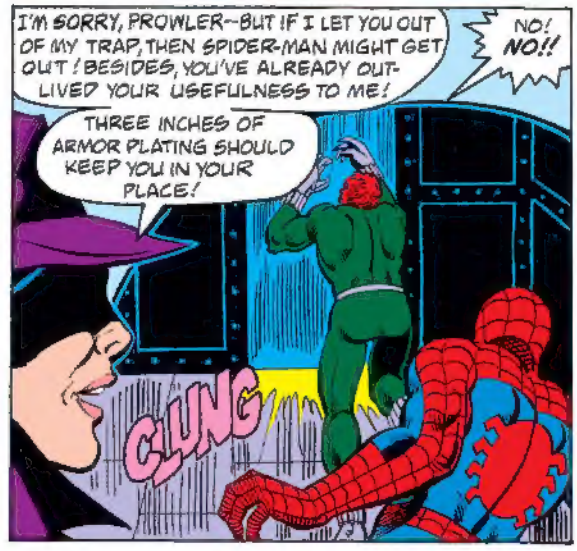
GEEZ, WHY DOES EVERYBODY ALWAYS HAVE TO PLAY HARD TO GET?
Uh-oh, MY SPIDER-SENSE IS REALLY GETTING A STRONG RESPONSE NOW... THERE MUST BE DANGER ALL AROUND!

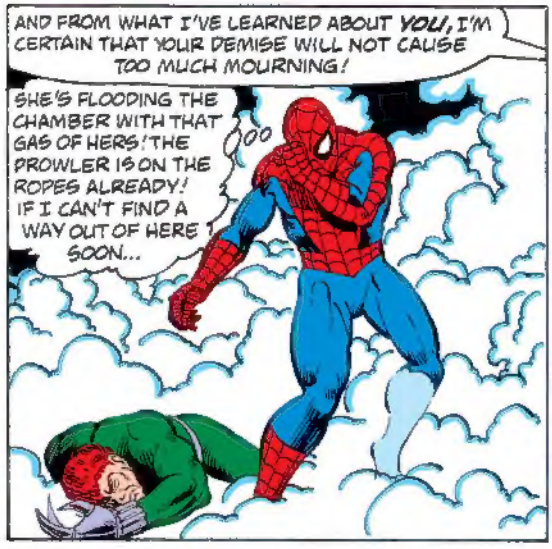
AND THEN...
SLAMM
THE DOOR! NO...WAIT!
Eh?

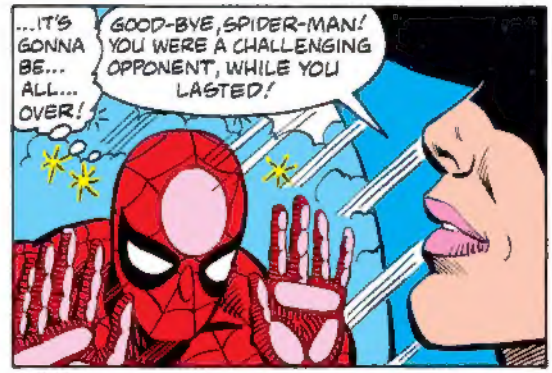
NO, LET ME GO!!
NOT BEFORE YOU ANSWER A FEW QUESTIONS, CHUCKLES!
FOR INSTANCE, DO YOU KNOW A LADY WHO GOES IN FOR 1940s FASHIONS?


IF YOU'RE REFERRING TO ME, SPIDER-MAN-- THE ANSWER IS YES!
WELL, BELLADONNA! I'D WONDERED WHERE YOU'D BEEN HIDING YOURSELF SINCE OUR LAST LITTLE MEETING!*
THIS IS ALMOST STARTING TO MAKE SENSE NOW ...AT LEAST AS FAR AS THE FASHION ANGLE GOES! PROWLER JUNIOR HERE HAS BEEN WORKING FOR YOU, RIGHT?
LET GO OF ME, BLAST YA!
* ISSUE #43.--D.

YOU'RE QUITE CLEVER, SPIDER-MAN. I'M SORRY YOU HAD TO INTERFERE WITH MY PLANS!
YEAH, I'M SUCH A BUSYBODY--JUST CAN'T KEEP MY NOSE OUT OF TROUBLE!
HEY, WATCH THE CLAWS!
LEGGO! I GOTTA GET OUTTA HERE!


I'M SORRY, PROWLER--BUT IF I LET YOU OUT OF MY TRAP, THEN SPIDER-MAN MIGHT GET OUT! BESIDES, YOU'VE ALREADY OUTLIVED YOUR USEFULNESS TO ME!
NO! NO!!
THREE INCHES OF ARMOR PLATING SHOULD KEEP YOU IN YOUR PLACE!
CLUNG





NEXT ISSUE: THE SECRETS OF BELLADONNA REVEALED!

DOUBLE DEFEAT!